



January 1, 2021

Whistleblower Policy

1. **Introduction**

This Whistleblower Policy (the “**Policy**”) establishes guidelines and procedures for handling contentions of Whistleblowers (as defined below) regarding suspected fraudulent, wrong or improper conduct of the management and personnel of Sarine Technologies Ltd. (hereinafter: the “**Personnel**”), including its subsidiaries (the “**Company**”), and it is consistent with the Company’s commitment to maintain the highest standards of integrity and to comply with applicable laws.

By appropriately responding to allegations raised by Whistleblowers, the Company can better support an environment where compliance is the norm and thereby avoid a diminution in shareholder value.

2. **Purpose of the Policy**

This Policy applies to all of the Company’s employees, and it governs the procedures that must be followed when allegations of impropriety are made by a Whistleblower and such allegations, inter alia, involve: (i) accounting, internal accounting controls or auditing matters; (ii) a violation of any law; (iii) violation of confidentiality and/or intellectual property rights; (iv) gross mismanagement; (v) an abuse of authority; (vi) conflict of interest; (vii) insider trading; (viii) self-dealing; or (ix) fraudulent or dishonest conduct.

These procedures are in no way intended to limit the rights of Whistleblowers to report alleged violations relating to the aforementioned matters to proper governmental and regulatory authorities.

For the purposes of this Policy, a “**Whistleblower**” shall mean an individual (e.g. director, manager, employee, consultant, supplier, contractor or customer) who brings to the attention of either the Company’s management or the authorized body as set forth in Section 3.3. below, an allegation of impropriety within the Company that has not been resolved to the satisfaction of the individual and that prevents the Company from meeting its legal obligations, from complying with generally accepted accounting principles, or from operating in an efficient and business-oriented manner.

3. **Procedures**

Allegations of suspected fraudulent, wrong or improper conduct by the Company’s Personnel are to be reported to the Company’s CEO and/or to the Chairperson of the Audit Committee



and/or to the Lead Director and/or the Chairperson of the Board, as applicable, in accordance with the procedures set forth below.

- 3.1 A Whistleblower may report allegations of suspected fraudulent, wrong or improper conduct by the Personnel, including allegations reported by third parties. Such allegations may be reported anonymously (although, in some cases the anonymity of the Whistleblower may compromise the Company's ability to investigate such allegations).
- 3.2 If a Whistleblower suspects that a fraudulent, wrongful or improper conduct is being perpetrated by, or involves any Personnel, he/she is expected to immediately report such suspicions or allegations by notifying the Company's CEO and copying (cc'ing) such notification to the Chairperson of the Board, the Lead Director and the Chairperson of the Audit Committee or any member thereof, as set forth in Sections 3.4-3.5 below.
- 3.3 If a Whistleblower suspects that a fraudulent, wrongful or improper conduct is being perpetrated by, or involves the Company's CEO, he/she is expected to immediately report such suspicions or allegations by notifying the Chairperson of the Board and/or the Chairperson of the Audit Committee or any member thereof and/or the Lead Director, as set forth in Sections 3.4-3.5 below.

In the event that the Company's CEO is of the opinion that the reported suspicions or allegations are considered fraudulent or dishonest conduct and/or a violation of any law, he shall promptly report such suspicions to the Company's legal counsel, who shall provide his legal opinion regarding the said suspicions. Should the Company's legal counsel determine that there has been a violation of any law, an investigation will be conducted regarding the reported suspicions, as specified in Section 4.4. below.

- 3.4 Whistleblowers are highly encouraged to submit their reports in writing to assure a clear understanding of the issues being raised, but they may also report orally. Such reports should be factual rather than speculative, and contain as much specific information as possible, including name(s), dates, places, events and the Whistleblower's perception of why he/she suspects the fraudulent, wrongful, or improper conduct. Oral reports should be documented by the person receiving the report promptly after such report has been submitted and the person receiving oral reports shall have the Whistleblowers sign their report, provided, however, that the Whistleblowers' consent was obtained.
- 3.5 Reports to the Company's CEO may be made in person or in writing, via e-mail.

Reports to the Chairperson of the Audit Committee may be made in person or in writing, via e-mail.

Reports to the Chairperson of the Board may be made in person, in writing, via e-mail.

Reports to the Lead Director may be made in person or in writing, via e-mail.



The e-mail addresses of the aforementioned persons are attached herewith as **Annex A**.

The CEO, the Chairperson of the Audit Committee, the Lead Director and the Chairperson of the Board (as applicable) shall meet with Whistleblowers outside of the Company's premises if so requested by the Whistleblowers. Furthermore, in the event that the Whistleblowers are reluctant to turn to the aforesaid persons, they may report to their direct superior and the latter shall notify the relevant person regarding the reported allegations.

- 3.6 Any employee who knowingly reports or makes false allegations of wrongful conduct or improprieties shall be subject to disciplinary actions, including termination of employment. In certain cases, raising false allegations may also amount to a criminal offence and/or may result in a civil tort.
- 3.7 Confidentiality of the Whistleblower's identity, the nature of the report, and the suspected person's identity is to be strictly maintained by all parties investigating such complaints, unless:
- (i) the CEO, or the Chairperson of the Audit Committee and/or the Lead Director and/or the Chairperson of the Board, or such other entity actually handling the investigation (as set forth in Section 4 below), is of the opinion that the identity of the Whistleblower is material to the conduct of any investigation; or
 - (ii) it is required by law, by the order or directive of a court of law or other regulatory authority that the identity of the Whistleblower shall be revealed.

4. **Mechanism of Handling Allegations**

- 4.1 The person receiving the report should first assess the allegations, while respecting the confidentiality of the Whistleblower and the suspected party(ies) to the extent possible.
- 4.2 An investigation will only be conducted if the allegation and information submitted is sufficiently specific and contains adequate corroborating evidence to warrant an investigation. Subject to the provisions of Section 3.7 above, the need for confidentiality of all participants in the investigation must be honored to the extent possible.
- 4.3 If the Company's legal counsel concludes that the alleged suspicion may be considered a violation of any law, the Company's CEO shall promptly notify the Chairperson of the Audit Committee or the Lead Director or the Chairperson of the Board, who shall be responsible for overseeing the investigation of the allegations raised and for notifying the other members of the Audit Committee. The Audit Committee has the responsibility to oversee, document and investigate all Whistleblower allegations reported to the Committee or its Chairperson. Where applicable, and/or as per the advice of the Company's legal counsel, the Company may notify the police and/or any



other applicable governmental agency of such complaint and shall cooperate with any official investigation initiated in this regard.

- 4.4 If an investigation is conducted by the Chairperson of the Audit Committee and/or the Lead Director and/or the Chairperson of the Board, the Chairperson of the Audit Committee and/or the Lead Director and/or the Chairperson of the Board may retain the services of an independent third party (e.g. the Internal Auditor or the Company's (external) auditors) to conduct the investigation under the direction of the Chairperson of the Audit Committee and/or the Lead Director and/or the Chairperson of the Board. All fees for Whistleblower investigations charged by third parties should be detailed in an engagement letter to be approved by the Audit Committee and signed by its Chairperson.
- 4.5 Investigators must be competent, trained, independent, unbiased, objective, and ethical, and observe legal and professional standards.

5. **Investigation of Suspected Party(ies) and Findings**

- 5.1 Once faced with allegations concerning dishonesty, impropriety, or any other malfeasance, the party(ies) who are subject to a Whistleblower investigation have the right to consult, at their own expense, with a person or persons of their choice.
- 5.2 The suspected party(ies) has a responsibility not to interfere with the investigation. They are not to withhold, tamper, or destroy evidence or influence, coach or intimidate witnesses. Unless there are compelling reasons to the contrary, subjects should be given the opportunity to respond to material points of evidence contained in an investigation report.
- 5.3 At the conclusion of an investigation, a written report shall provide as follows:
- (i) The findings of the report;
 - (ii) A summary of the evidence gathered;
 - (iii) A conclusion as to whether or not the allegations are substantiated;
 - (iv) Recommendations as to the steps to be taken.

The report is to be completed and presented to the Audit Committee, or to the Board of Directors in the event that the suspected party(ies) is the CEO or a member of the Audit Committee.

- 5.4 The tracking reports documenting all Whistleblower allegations submitted to the CEO, to the Chairperson of the Audit Committee, to the Lead Director or to the Chairperson of the Board of Directors, as applicable, and the actions taken to resolve them, will be reviewed by the Audit Committee or the Board of Directors, as applicable, in a prompt and diligent manner, and at least quarterly, and subsequently shall be brought before the Company's management.



- 5.5 The Chairperson of the Audit Committee or the Lead Director or the Chairperson of the Board, as applicable, shall strive to keep the Whistleblower generally informed of the findings of an investigation and of the actions taken in relation to his/her allegations.
- 5.6 Records of Whistleblower complaints, investigations and reports conducted by the Audit Committee or the Board of Directors (as applicable) are to be retained by the Company for at least seven years.

6. **Program Monitoring**

- 6.1 The CEO is ultimately responsible for monitoring the effectiveness and compliance of this Policy.
- 6.2 Where a Whistleblower investigation is conducted by the Audit Committee, the Lead Director, the Chairperson of the Audit Committee and/or the Chairperson of the Board, shall be ultimately responsible for monitoring the effectiveness and compliance of this Policy.
- 6.3 This Policy is to be reviewed at least annually by the Company's CEO and the Chairperson of the Board and changes be made as necessary.

7. **Non-Retaliation**

- 7.1 No adverse personnel (including management members) action will be taken against a Whistleblower (especially against an employee of the Company), nor will retaliation against such person be tolerated, for the disclosure of information the Whistleblower made in good faith believing that their complaint involved:
- (i) a violation of any law;
 - (ii) a violation of any intellectual property rights;
 - (iii) gross mismanagement;
 - (iv) an abuse of authority;
 - (v) fraudulent or dishonest conduct;
 - (vi) a breach of internal controls; or
 - (vii) improper or fraudulent accounting, auditing, or financial reporting.
- 7.2 No director, manager, or any other employee with authority to make or materially influence significant Personnel decisions shall take any adverse personnel action against an employee for disclosing in good faith alleged wrongful conduct or improprieties. Any employee found to have so violated this procedure shall be disciplined, up to and including termination of employment. For the avoidance of any doubt, an adverse Personnel action shall include, inter alia, demotion, denial and/or suspension of promotion, organization of and/or solicitation to participate in a boycott against the employee, prevention of any benefit and/or improvement in employment



terms generally granted to the Company's employees, suspension, forced vacation and termination of employment.

- 7.3 The mere fact that an employee is, or becomes a Whistleblower, shall not prevent the exercise of any disciplinary and/or managerial actions against such employee in case employee is found to have committed wrongful conduct or improprieties, or is otherwise found to be incompetent for his or her job.
- 7.4 Complaints of alleged retaliation are to be directed to the person that the Whistleblower complaint was first reported to.
- 7.5 The terms of the Policy do not derogate in any way from the provisions of the Protection on Employees (uncovering of offences unethical conduct and improper administration) Law, 1997, nor do they derogate or exclude any of the applicable provisions of the Prevention of Sexual Harassment Law, 1998.



Annex A

Contact details of recipients of Whistleblower Contentions

	CEO	Chairperson of the Audit Committee	Lead Director	Chairperson of the Board of Directors
Name	Mr. David Block	Ms. Neta Zruya Hashai	Ms. Varda Shine	Mr. Daniel Benjamin Glinert
E-mail address	david.block@sarine.com	neta.zruya@sarine.com	varda.shine@sarine.com	daniel.glinert@sarine.com